Listing of Claims

Please cancel Claim 6 without prejudice.

Please amend Claims 1, 2, 3, 4, 8 and 14 as follows.

This listing of claims will replace all prior versions and listings of claims in the application.

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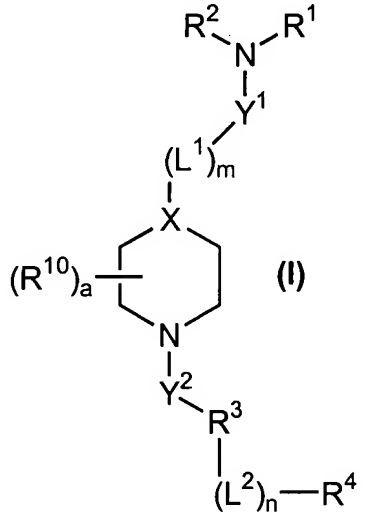
1. (Currently Amended) A compound of the formula (I)



(I)

wherein

a is an integer selected from 0 to 2;

R^{10} is selected from the group consisting of C_{1-6}alkyl, aryl, C_3-C_8cycloalkyl, aralkyl, heteroaryl, heteroaryl-C_{1-6}alkyl, heterocycloalkyl and heterocycloalky-C_{1-6}alkyl; wherein the aryl, cycloalkyl, aralkyl, heteroaryl or heterocycloalkyl group may be optionally substituted with one to four substituents independently selected from halogen, hydroxy, C_{1-6}alkyl, halogenated C_{1-6}alkyl, C_{1-6}alkoxy, halogenatedC_{1-6}alkoxy, nitro, cyano, amino, C_{1-4}alkylamino, di(C_{1-4}alkyl)amino, C_{1-6}alkylsulfonyl, C_{1-6}alkoxysulfonyl or halogenated C_{1-6}alkylsulfonyl;

X is selected from the group consisting of CH_2 and $C(C_1$-C_6alkyl) ~~and N~~;

m is an integer selected from 0 and 1;

L^1 is selected from the group consisting of C_1-C_6alkyl;

Y^1 is selected from the group consisting of C(O) and C(S);

R^1 and R^2 are each independently selected from the group consisting of hydrogen, C_1-C_6alkyl, aryl, aralkyl, C_3-C_8cycloalkyl, C_3-C_8cycloalkyl-C_{1-6}alkyl, heteroaryl, heteroaryl-C_{1-6}alkyl, heterocycloalkyl and heterocycloalkyl-C_{1-6}alkyl; wherein the aryl, aralkyl, cycloalkyl, heteroaryl or heterocycloalkyl may be optionally substituted with one or more substituents independently selected from halogen, hydroxy, C_1-C_6alkyl, C_1-C_6alkoxy, halogenatedC_1-C_6alkyl, halogenatedC_1-C_6alkoxy, nitro, cyano, amino, C_1-C_4alkylamino, di(C_1-C_4alkyl)amino, heteroaryl or heterocycloalkyl;

alternatively, R^1 and R^2 may be taken together with the nitrogen atom to which they are bound to form a five to six membered monocyclic ring structure selected from the group consisting of pyrrolidinyl, piperidinyl, piperazinyl, morpholinyl and thiomorpholinyl;

Y^2 is selected from the group consisting of CH_2, C(O), C(S) and SO_2;

R^3 is selected from the group consisting of aryl, and aralkyl~~, C_3-C_8cycloalkyl, heteroaryl, heterocycloalkyl, C_3-C_8cycloalkyl-C_{1-6}alkyl and heterocycloalkyl-C_{1-6}alkyl~~; wherein the aryl, or aralkyl~~, cycloalkyl, heteroaryl or heterocycloalkyl~~ may be optionally substituted with one of more substituents independently selected from halogen, hydroxy, C_1-C_6alkyl, C_1-C_6 alkoxy, halogenatedC_1-C_6alkyl, halogenatedC_1-C_6alkoxy, nitro, cyano, amino, C_1-C_4alkylamino, di(C_1-C_4alkyl)amino or $-(L^2)_n$-R^4;

n is an integer selected from 0 and 1;

L^2 is selected from the group consisting of C_1-C_8alkyl, C_2-C_8alkenyl, C_2-C_8alkynyl, C(O), C(S), SO_2 and $(A)_{0-1}—Q—(B)_{0-1}$;

where A and B are each independently selected from C_1-C_6alkyl, C_2-C_6alkenyl and C_2-C_6alkynyl;

where Q is selected from the group consisting of NR^5, O and S;

where R^5 is selected from the group consisting of hydrogen, C_1-C_6alkyl, aryl, aralkyl, C_{3-8}cycloalkyl, heteroaryl, heterocycloalkyl, C(O)-C_1-C_6alkyl, C(O)-aryl, C(O)-aralkyl, C(O)-heteroaryl, C(O)-heterocycloalkyl, SO_2-C_1-C_6alkyl, SO_2-aryl, SO_2-aralkyl, SO_2-heteroaryl, SO_2-heterocycloalkyl and $-CHR^6R^7$;

wherein the aryl, aralkyl, cycloalkyl, heteroaryl or heterocycloalkyl may be optionally substituted with one or more substituents independently selected from halogen, hydroxy, C_1-C_6alkyl, C_1-C_6 alkoxy, halogenatedC_1-C_6alkyl, halogenatedC_1-C_6alkoxy, nitro, cyano, amino, C_1-C_4alkylamino or di(C_1-C_4alkyl)amino;

where R^6 and R^7 are each independently selected from the group consisting of hydrogen, C_{1-6}alkyl, aryl, aralkyl, C_{3-8}cycloalkyl, heteroaryl, heterocycloalkyl, C(O)-C_{1-6}alkyl, C(O)aryl, C(O)-C_{3-8}cycloalkyl, C(O)-heteroaryl and C(O)-heterocycloalkyl; wherein the aryl, aralkyl, cycloalkyl, heteroaryl or heterocycloalkyl may be optionally substituted with one or more substituents independently selected from halogen, hydroxy, C_1-C_6alkyl, C_1-C_6 alkoxy, halogenatedC_1-C_6alkyl, halogenatedC_1-C_6alkoxy, nitro, cyano, amino, C_1-C_4alkylamino or di(C_1-C_4alkyl)amino;

R^4 is selected from the group consisting of aryl, aralkyl, C_3-C_8cycloalkyl, heteroaryl and heterocycloalkyl; wherein the aryl, aralkyl, cycloalkyl, heteroaryl or heterocycloalkyl may be optionally substituted with one or more substituents independently selected from halogen, hydroxy, C_1-C_6alkyl, C_1-C_6 alkoxy, halogenatedC_1-C_6alkyl, halogenatedC_1-C_6alkoxy, nitro, cyano, amino, C_1-C_4alkylamino or di(C_1-C_4alkyl)amino;

provided that when a is 0; X is CH; m is 1; L^1 is CH_2; R^3 is phenyl; n is 0; and R^4 is phenyl, wherein the phenyl group may be optionally substituted with one substituent selected from halogen, hydroxy, C_1-C_6alkyl, C_1-C_6 alkoxy, halogenatedC_1-C_6alkyl, halogenatedC_1-C_6alkoxy, nitro, cyano, amino, C_1-C_4alkylamino or di(C_1-C_4alkyl)amino, and wherein the R^4 group is bonded to the R^3 group in the para position;

then R^1 and R^2 are each independently selected from the group consisting of hydrogen, C_2-C_6alkyl, aryl, aralkyl, C_3-C_8cycloalkyl, C_3-C_8cycloalkyl-C_{1-6}alkyl, heteroaryl, heteroaryl-C_{1-6}alkyl, heterocycloalkyl and heterocycloalkyl-C_{1-6}alkyl; wherein the aryl, aralkyl, cycloalkyl, heteroaryl or heterocycloalkyl may be optionally substituted with one or more substituents independently selected from halogen, hydroxy, C_1-C_6alkyl, C_1-C_6alkoxy, halogenatedC_1-C_6alkyl, halogenatedC_1-C_6alkoxy, nitro, cyano, amino, C_1-C_4alkylamino, di(C_1-C_4alkyl)amino, heteroaryl or heterocycloalkyl;

alternatively, R^1 and R^2 may be taken together with the nitrogen atom to which they are bound to form a five to six membered monocyclic ring structure selected from the group consisting of pyrrolidinyl, piperidinyl, piperazinyl, morpholinyl and thiomorpholinyl;

provided further that when a is 0; X is N; m is 1; L^1 is CH_2; Y^2 is C(O)or C(S); n is 1; L^2 is O; R^4 is phenyl, wherein the phenyl may be optionally substituted with one or more substituents independently selected from halogen, hydroxy, C_1-C_6alkyl, C_1-C_6-alkoxy, halogenatedC_1-C_6alkyl, halogenatedC_1-C_6alkoxy, nitro, cyano, amino, C_1-C_4alkylamino or di(C_1-C_4alkyl)amino; and R^1 and R^2 are each independently selected from the group consisting of hydrogen and C1-6alkyl;

then R^3 is selected from the group consisting of aryl, aralkyl, C_3-C_8cycloalkyl, heteroaryl other than thienopyridinyl, heterocycloalkyl, C_{3-8}cycloalkyl-C_{1-6}alkyl and heterocycloalkyl-C_{1-6}alkyl; wherein the aryl, aralkyl, cycloalkyl, heteroaryl or heterocycloalkyl may be optionally substituted with one of more substituents independently selected from halogen, hydroxy, C_1-C_6alkyl, C_1-C_6-alkoxy, halogenatedC_1-C_6alkyl, halogenatedC_1-C_6alkoxy, nitro, cyano, amino, C_1-C_4alkylamino, di(C_1-C_4alkyl)amino or $-(L^2)_n-R^4$;

provided further that when a is 0; X is N; m is 1; L^1 is CH_2; Y^2 is C(O) or C(S); n is 0; R^1 and R^2 are taken together with the nitrogen to which they are bound to form pyrrolidinyl; and R^4 is pyridyl;

then R^3 is selected from the group consisting of aryl, aralkyl, C_3-C_8cycloalkyl, heteroaryl, heterocycloalkyl other than thiazolidinyl; C_{3-8}cycloalkyl-C_{1-6}alkyl and heterocycloalkyl-C_{1-6}alkyl; wherein the aryl, aralkyl, cycloalkyl, heteroaryl or heterocycloalkyl may be optionally substituted with one of more substituents independently selected from halogen, hydroxy, C_1-C_6alkyl, C_1-C_6-alkoxy, halogenatedC_1-C_6alkyl, halogenatedC_1-

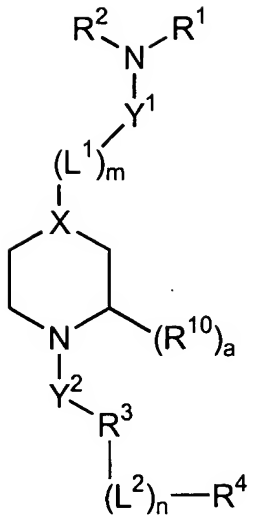
~~C_6alkoxy, nitro, cyano, amino, C_1-C_4alkylamino, di(C_1-C_4alkyl)amino or $-(L^2)_n-R^4$;~~

~~provided further that when R^1 and R^2 are each independently selected from the group consisting of hydrogen and C_{1-6}alkyl, or R^1 and R^2 are taken together with the nitrogen atom to which they are bound to form morpholinyl or pyrrolidinyl; a is 0; X is N; m is 1; L^1 is CH_2; Y^2 is C(O) or C(S); n is 0; and R^4 is phenyl, wherein the phenyl is optionally substituted with one or more substituents independently selected from C_1-C_6alkyl, C_1-C_6alkoxy, halogenatedC_1-C_6alkyl, halogenatedC_1-C_6alkoxy or nitro;~~

~~then R^3 is selected from the group consisting of aryl, aralkyl, heteroaryl, heterocycloalkyl, C_{3-8}cycloalkyl C_{1-6}alkyl and heterocycloalkyl C_{1-6}alkyl; wherein the aryl, aralkyl, cycloalkyl, heteroaryl or heterocycloalkyl may be optionally substituted with one substituent selected from halogen, hydroxy, C_1-C_6alkyl, C_1-C_6 alkoxy, halogenatedC_1-C_6alkyl, halogenatedC_1-C_6alkoxy, nitro, cyano, amino, C_1-C_4alkylamino or di(C_1-C_4alkyl)amino;~~

and pharmaceutically acceptable salts thereof.

2. (Currently Amended) A compound as in Claim 1 of the formula



wherein

a is 0 to 1;

R^{10} is selected from the group consisting of C_1-C_4alkyl and aralkyl;

X is selected from the group consisting of CH_2 and C(methyl) ~~and N~~;

m is an integer selected from 0 or 1;

L^1 is selected from the group consisting of C_1-C_4 alkyl;

Y^1 is C(O);

R^1 and R^2 are each independently selected from the group consisting of hydrogen, C_{1-4}alkyl, aryl, aralkyl, C_{3-8}cycloalkyl-C_1-C_4alkyl, heteroaryl and heterocycloalkyl; wherein the aryl, aralkyl or heteroaryl may be optionally substituted with one to two substituents independently selected from halogen, hydroxy, C_1-C_4alkyl, C_1-C_4alkoxy, trifluoromethyl, trifluoromethoxy, C_1-C_4alkylamino, di(C_1-C_4alkyl)amino or heterocycloalkyl;

alternatively, R^1 and R^2 may be taken together with the nitrogen atom to which they are bound to form a five to six membered monocyclic ring structure selected from the group

consisting of pyrrolidinyl, piperidinyl, piperazinyl, morpholinyl and thiomorpholinyl; Y^2 is C(O);

R^3 is selected from the group consisting of aryl ~~and heteroaryl~~; wherein the aryl ~~or heteroaryl~~ may be optionally substituted with one to two substituents independently selected from C_1-C_4alkyl, trifluoromethyl or $-(L^2)_n-R^4$;

n is an integer selected from 0 or 1;

L^2 is selected from the group consisting of C_1-C_6alkyl, C_2-C_6alkenyl, C_2-C_6alkynyl and $(A)_{0-1}—Q—(B)_{0-1}$;

where A and B are each independently selected from C_1-C_4alkyl;

where Q is selected from the group consisting of NR^5, O and S;

where R^5 is selected from the group consisting of hydrogen, C_1-C_4alkyl, C(O)-C_1-C_6alkyl, C(O)-aryl, C(O)-aralkyl, C(O)-heteroaryl, C(O)-heterocycloalkyl and $-CHR^6R^7$; wherein the aryl, aralkyl, cycloalkyl, heteroaryl or heterocycloalkyl may be optionally substituted with one to two substituents independently selected from halogen, C_1-C_4alkyl, C_1-C_4alkoxy, trifluoromethyl, trifluoromethoxy, nitro, cyano, amino, C_1-C_4alkylamino or di(C_1-C_4alkyl)amino;

where R^6 and R^7 are each independently selected from the group consisting of hydrogen, C_{1-4}alkyl, aryl, aralkyl, C_{3-8}cycloalkyl, heteroaryl, heterocycloalkyl, C(O)-C_{1-6}alkyl, C(O)aryl, C(O)-C_{3-8}cycloalkyl, C(O)-heteroaryl and C(O)-heterocycloalkyl; wherein the aryl, aralkyl, cycloalkyl, heteroaryl or heterocycloalkyl may be optionally substituted with one to two substituents independently selected from halogen, hydroxy, C_1-C_4alkyl, C_1-C_4alkoxy, trifluoromethyl,

trifluoromethoxy, nitro, cyano, amino, C_1-C_4alkylamino or di(C_1-C_4alkyl)amino;

R^4 is selected from the group consisting of aryl, heteroaryl and heterocycloalkyl; wherein the aryl group may be optionally substituted with one to two substituents independently selected from halogen, hydroxy, C_1-C_4alkyl, C_{1-4}alkoxy, trifluoromethyl or amino;

provided that when a is 0; X is CH; m is 1; L^1 is CH_2; R^3 is phenyl; n is 0; and R^4 is phenyl, wherein the phenyl group may be optionally substituted with one substituent selected from halogen, hydroxy, C_1-C_4alkyl, C_1-C_4alkoxy, trifluoromethyl or amino, and wherein the R^4 group is bonded to the R^3 group in the para position;

then R^1 and R^2 are each independently selected from the group consisting of hydrogen, C_{2-4}alkyl, aryl, aralkyl, C_{3-8}cycloalkyl-C_1-C_4alkyl, heteroaryl and heterocycloalkyl; wherein the aryl, aralkyl or heteroaryl may be optionally substituted with one to two substituents independently selected from halogen, hydroxy, C_1-C_4alkyl, C_1-C_4alkoxy, trifluoromethyl, trifluoromethoxy, C_1-C_4alkylamino, di(C_1-C_4alkyl)amino or heterocycloalkyl;

alternatively, R^1 and R^2 may be taken together with the nitrogen atom to which they are bound to form a five to six membered monocyclic ring structure selected from the group consisting of pyrrolidinyl, piperidinyl, piperazinyl, morpholinyl and thiomorpholinyl;

~~provided further that when a is 0; X is N; m is 1; L^1 is CH_2; Y^2 is C(O); n is 1; L^2 is O; R^4 is phenyl, wherein the phenyl~~

~~may be optionally substituted with one to two substituents independently selected from halogen, hydroxy, C_1-C_4alkyl, C_1-C_4 alkoxy, trifluoromethyl or amino; and R^1 and R^2 are each independently selected from the group consisting of hydrogen and C_{1-4}alkyl;~~

~~then R^3 is selected from the group consisting of aryl and heteroaryl other than thienopyridinyl; wherein the aryl or heteroaryl may be optionally substituted with one to two substituents independently selected from C_1-C_4alkyl, trifluoromethyl or $-(L^2)_n-R^4$;~~

~~provided further that when R^1 and R^2 are each independently selected from the group consisting of hydrogen and C_{1-4}alkyl, or R^1 and R^2 are taken together with the nitrogen atom to which they are bound to form morpholinyl or pyrrolidinyl; a is 0; X is N; m is 1; L^1 is CH_2; Y^2 is C(O); n is 0; and R^4 is phenyl, wherein the phenyl is optionally substituted with one or two substituents independently selected from C_1-C_4alkyl, C_1-C_4alkoxy or trifluoromethyl;~~

~~then R^3 is selected from the group consisting of aryl and heteroaryl; wherein the aryl or heteroaryl may be optionally substituted with one substituent selected from C_1-C_4alkyl or trifluoromethyl;~~

and pharmaceutically acceptable salts thereof.

3. (Currently Amended) A compound as in Claim 2 wherein X is ~~selected from the group consisting of~~ CH ~~and N~~; m is 1;

R^1 is selected from the group consisting of hydrogen and C_{1-4}alkyl;

R^2 is selected from the group consisting of C_{1-4}alkyl, aryl, aralkyl, C_{3-8}cycloalkyl-C_{1-4}alkyl and heteroaryl; wherein the aryl or aralkyl may be optionally substituted with one to two substituents independently selected from halogen, hydroxy, C_1-C_4alkyl, C_1-C_4alkoxy, trifluoromethyl, trifluoromethoxy, di(C_1-C_4alkyl)amino or heterocycloalkyl;

alternatively, R^1 and R^2 may be taken together with the nitrogen atom to which they are bound to form a five to six membered monocyclic ring structure selected from the group consisting of pyrrolidinyl, piperidinyl and morpholinyl;

R^3 is selected from the group consisting of aryl ~~and heteroaryl~~; wherein the aryl ~~or heteroaryl~~ may be optionally substituted with a substituent selected from C_1-C_4alkyl or trifluoromethyl;

L^2 is selected from the group consisting of C_1-C_4alkyl, C_2-C_6alkenyl, C_2-C_6alkynyl, NH-C_{1-4}alkyl, C_{1-4}alkyl-N(C_{1-4}alkyl)-C_{1-4}alkyl and C_{1-4}alkyl-N(C(O)C_{1-4}alkyl)-C_{1-4}alkyl;

provided that when a is 0; X is CH; L^1 is CH_2; R^3 is phenyl; n is 0; and R^4 is phenyl, wherein the phenyl group may be optionally substituted with one substituent selected from halogen, hydroxy, C_1-C_4alkyl, C_1-C_4alkoxy, trifluoromethyl or amino, and wherein the R^4 group is bonded to the R^3 group in the para position;

then R^1 is selected from the group consisting of hydrogen and C_{2-4}alkyl;

R^2 is selected from the group consisting of C_{2-4}alkyl, aryl, aralkyl, C_{3-8}cycloalkyl-C_{1-4}alkyl and heteroaryl; wherein the aryl

or aralkyl may be optionally substituted with one to two substituents independently selected from halogen, hydroxy, C_1-C_4alkyl, C_1-C_4alkoxy, trifluoromethyl, trifluoromethoxy, di(C_1-C_4alkyl)amino or heterocycloalkyl;

alternatively, R^1 and R^2 are taken together with the nitrogen atom to which they are bound to form a five to six membered monocyclic ring structure selected from the group consisting of pyrrolidinyl, piperidinyl and morpholinyl;

and pharmaceutically acceptable salts thereof.

4. (Currently Amended) A compound as in Claim 3 wherein

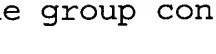
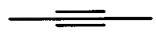
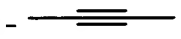
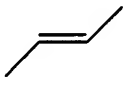
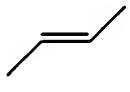
R^{10} is selected from the group consisting of methyl and benzyl;

L^1 is selected from the group consisting of CH_2 and CH_2CH_2;

R^2 is selected from the group consisting of -CH_2-(3-trifluoromethylphenyl), -CH_2-cyclohexyl, -CH_2-(3,5-dimethoxyphenyl), -CH_2-(4-trifluoromethylphenyl), -CH_2-(3,5-ditrifluoromethylphenyl), 3-trifluoromethoxyphenyl, -CH_2-(4-dimethylaminophenyl), phenyl, benzyl, 2-fluorophenyl, 4-fluorophenyl, 2,4-difluorophenyl, 2,6-difluorophenyl, 4-hydroxyphenyl, 4-dimethylamino-phenyl, 2-pyridyl, 3-pyridyl, 4-pyridyl, 4-pyridyl-methyl, 4-morpholinyl-phenyl, 4-piperidinyl-phenyl, methyl, isopropyl, 4-methoxyphenyl, 4-trifluoromethylphenyl, 2-pyrimidinyl, 4-pyrimidinyl,5-quinolinyl, 6-quinolinyl, and 8-quinolinyl;

alternatively, R^1 and R^2 are taken together with the nitrogen atom to which they are bound to form a five to six membered monocyclic ring structure selected from the group consisting of pyrrolidinyl, piperidinyl and morpholinyl;

R^3 is selected from the group consisting of phenyl, methylphenyl~~,~~ and trifluoromethylphenyl~~, 4-oxazolyl and 3-(2-trifluoromethyl-furyl)~~;

L^2 is selected from the group consisting of 2-  , 3-  , 4-  , 5-  , 2-  , 3-  , 2-  , 3-  , 4-  , 2-CH_2CH_2, 3-CH_2-CH_2, 4-CH_2-CH_2, NH-CH_2, CH_2-N(CH_3)-CH_2, CH_2-N(CH_3)-CH_2CH_2, CH_2-N(C(O)CH_3)-CH_2 and CH_2-N(C(O)CH_3)-CH_2CH_2;

R^4 is selected from the group consisting of phenyl, 1-naphthyl, 2-pyridyl, 3-pyridyl, 4-pyridyl, 3-hydroxyphenyl, 2-methylphenyl, 3-aminophenyl, 4-methoxyphenyl, 4-chlorophenyl, 2-thienyl, 3-thienyl, 3,5-di(trifluoromethyl)-phenyl, 1-imidazolyl, 2-benzimidazolyl, 1-pyrrolidinyl, 2-furyl and 2-tetrahydrofuryl;

provided that when a is 0; X is CH; L^1 is CH_2; R^3 is phenyl; n is 0; and R^4 is phenyl, 4-chlorophenyl, 3-hydroxyphenyl, 2-methylphenyl, 4-methoxyphenyl or 3-aminophenyl; and wherein the R^4 group is bonded to the R^3 group in the para position;

then R^1 is selected from the group consisting of hydrogen and C_{2-4}alkyl;

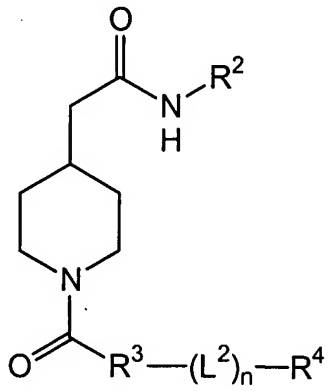
R^2 is selected from the group consisting of -CH_2-(3-trifluoromethylphenyl), -CH_2-cyclohexyl, -CH_2-(3,5-dimethoxyphenyl), -CH_2-(4-trifluoromethylphenyl), -CH_2-(3,5-ditrifluoromethylphenyl), 3-trifluoromethoxyphenyl, -CH_2-(4-dimethylaminophenyl), phenyl, benzyl, 2-fluorophenyl, 4-fluorophenyl, 2,4-difluorophenyl, 2,6-difluorophenyl, 4-hydroxyphenyl, 4-dimethylamino-phenyl, 2-pyridyl, 3-pyridyl, 4-

pyridyl, 4-pyridyl-methyl, 4-morpholinyl-phenyl, 4-piperidinyl-phenyl, isopropyl, 4-methoxyphenyl, 4-trifluoromethylphenyl, 2-pyrimidinyl, 4-pyrimidinyl,5-quinolinyl, 6-quinolinyl, and 8-quinolinyl;

alternatively, R^1 and R^2 are taken together with the nitrogen atom to which they are bound to form a five to six membered monocyclic ring structure selected from the group consisting of pyrrolidinyl, piperidinyl and morpholinyl;

and pharmaceutically acceptable salts thereof.

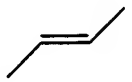
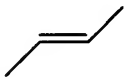
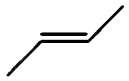
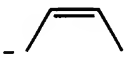
5. (Original) A compound as in Claim 4 of the formula



wherein

R^2 is selected from the group consisting of $-CH_2$-(3-trifluoromethylphenyl), $-CH_2$-cyclohexyl, $-CH_2$-(3,5-dimethoxyphenyl), $-CH_2$-(4-trifluoromethylphenyl), $-CH_2$-(3,5-ditrifluoromethylphenyl), $-CH_2$-(4-dimethylaminophenyl), phenyl, 2-fluorophenyl, 4-fluorophenyl, 2,4-difluorophenyl, 2,6-difluorophenyl, 3-trifluoromethylphenyl, 4-trifluoromethylphenyl, 4-hydroxyphenyl, 4-methoxyphenyl, benzyl, 3-pyridyl, 4-pyridyl, 2-pyrimidinyl, 4-pyrimidinyl, 5-quinolinyl, 6-quinolinyl, 8-quinolinyl, 4-(dimethylamino)-

phenyl, 4-morpholinyl-phenyl, 4-pyridyl-methyl, and 4-piperidinyl-phenyl;

L^2 is selected from the group consisting of 2-, 3-, 4-  , 5-, 2-  , 3-  , 4-  , 2-  , 3-  , 2-CH_2CH_2, 3-CH_2-CH_2, 4-CH_2-CH_2, NH-CH_2, 4-(CH_2-N(CH_3)-CH_2), 4-(CH_2-N(CH_3)-CH_2CH_2), 4-(CH_2-N(C(O)CH_3)-CH_2) and 4-(CH_2-N(C(O)CH_3)-CH_2);

R^4 is selected from the group consisting of phenyl, 3-phenyl; 5-phenyl, 4-chlorophenyl, 3-hydroxyphenyl, 3-(2-methylphenyl), 3-(3-aminophenyl), 2-pyridyl, 3-pyridyl, 3-(3-pyridyl), 4-pyridyl, 3-(3-thienyl), 3,5-di(trifluoromethyl)phenyl, 1-pyrrolidinyl, 2-furyl, 1-naphthyl, 2-thienyl, 1-imidazolyl, 2-benzimidazolyl and 2-tetrahydrofuryl;

and pharmaceutically acceptable salts thereof.

6. (Canceled)

7. (Original) A compound as in Claim 4 selected from the group consisting of

N-phenyl-1-[3-(2-pyridinylethynyl)benzoyl]-4-piperidineacetamide;

N-(2,4-difluorophenyl)-1-[3-(2-pyridinylethynyl)benzoyl]-4-piperidineacetamide;

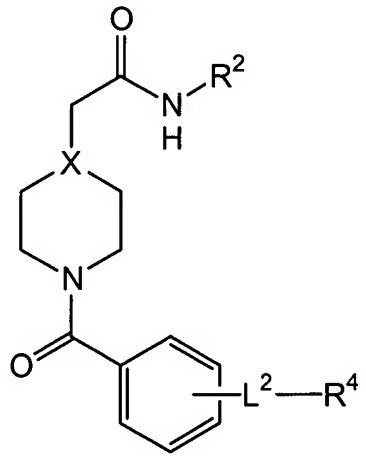
N-phenyl-4-[2-[(*E*)-2-(2-pyridinyl)ethenyl]benzoyl]-1-piperazineacetamide;

N-phenyl-4-[3-(2-pyridinylethynyl)benzoyl]-1-piperazineacetamide;

N-(4-hydroxyphenyl)-1-[3-(2-pyridinylethynyl)benzoyl]-4-piperidineacetamide;

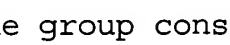
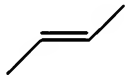
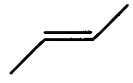
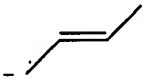
and pharmaceutically acceptable salts thereof.

8. (Currently Amended) A compound as in Claim 4 wherein of the formula



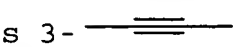
X is ~~selected from the group consisting of~~ CH ~~and N~~;

R^2 is selected from the group consisting of phenyl, 4-hydroxyphenyl, 2-fluorophenyl, 4-fluorophenyl, and 2,4-difluorophenyl;

L^2 is selected from the group consisting of 3-  , 4-  , 2-  , 3-  , 4-  , 4-(CH_2-N(CH_3)-CH_2CH_2), 4-(CH_2-N(CH_3)-CH_2) and 3-NH-CH_2;

R^4 is selected from the group consisting of 2-pyridyl, 4-pyridyl, 4-pyrrolidinyl, 2-furyl, 1-naphthyl and 3,5-di(trifluoromethyl)phenyl;

and pharmaceutically acceptable salts thereof.

9. (Original) A compound as in Claim 8 wherein X is CH; R^2 is phenyl; L^2 is 3-  ; R^4 is 2-pyridyl and pharmaceutically acceptable salts thereof.

10. (Original) A pharmaceutical composition comprising a pharmaceutically acceptable carrier and a compound of Claim 1.

11. (Original) A pharmaceutical composition made by mixing a compound of Claim 1 and a pharmaceutically acceptable carrier.

12. (Original) A process for making a pharmaceutical composition comprising mixing a compound of Claim 1 and a pharmaceutically acceptable carrier.

13. (Original) A method of treating a nervous system disorder in a subject in need thereof comprising administering to the subject a therapeutically effective amount of the compound of Claim 1.

14. (Currently Amended) The method of Claim 13~~10~~, wherein the nervous system disorder is selected from the group consisting of depression, dementia, schizophrenia, bipolar disorders, anxiety, emesis, acute pain, neuropathic pain, itching, migraine and movement disorders.

15. (Original) A method of treating nervous system a disorder in a subject in need thereof comprising administering to the subject a therapeutically effective amount of the composition of Claim 10.

16. (Original) A method of treating a nervous system disorder selected from the group consisting of depression and anxiety in a subject in need thereof comprising administering to the subject a therapeutically effective amount of the compound of Claim 1.

17. (Original) A method of treating a nervous system disorder selected from the group consisting of depression and anxiety in a subject in need thereof comprising administering to the subject a therapeutically effective amount of the pharmaceutical composition of Claim 10.

18. (Original) A method of treating a nervous system disorder selected from the group consisting of depression and anxiety in a subject in need thereof comprising administering to the subject a therapeutically effective amount of the compound of Claim 9.